

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.,<sup>1</sup>

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

Jointly Administered

**Re: Docket No. 26154, 26155, 26261, 26381  
and 26430**

**JOINDER OF THE STATE OF MONTANA TO THE REPLY IN SUPPORT OF  
MOTION OF BNSF RAILWAY COMPANY FOR RECONSIDERATION OF THE  
MEMORANDUM OPINION REGARDING OBJECTIONS TO CONFIRMATION OF  
FIRST AMENDED JOINT PLAN OF REORGANIZATION AND RECOMMENDED  
SUPPLEMENTAL FINDINGS OF FACT AND CONCLUSIONS OF LAW AND THE  
RECOMMENDED FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER  
REGARDING CONFIRMATION OF FIRST AMENDED JOINT PLAN OF  
REORGANIZATION AS MODIFIED THROUGH DECEMBER 23, 2010**

The State of Montana ("Montana"), by and through its undersigned counsel, hereby joins  
in Part C of the Reply in Support of Motion of BNSF Railway Company for Reconsideration of

<sup>1</sup> The Debtors are the following entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), ECARG, Inc., Five Alewife Boston Ltd., GC Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), GC Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, LB Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc. E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

the Memorandum Opinion Regarding Objections to Confirmation of First Amended Joint Plan of Reorganization and Recommended Supplemental Findings of Fact and Conclusions of Law and the Recommended Findings of Fact, Conclusions of Law and Order Regarding Confirmation of First Amended Joint Plan of Reorganization as Modified Through December 23, 2010 (the “Reply”), to the extent that it requests reconsideration of the treatment of contribution and indemnification claims or demands as they relate to the treatment of Indirect Claimants’ pursuit of Extraordinary Claims pursuant to the Memorandum Opinion Regarding Objections to Confirmation of First Amended Joint Plan of Reorganization and Recommended Supplemental Findings of Fact and Conclusions of Law (Docket No. 26154) (the “Memorandum Opinion”) and the Recommended Findings of Fact, Conclusions of Law and Order Regarding Confirmation of First Amended Joint Plan of Reorganization as Modified Through December 23, 2010 (Docket No. 26155) (the “Proposed Order”), and in support states as follows:

1. Montana has asserted objections maintaining that the Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code of W.R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants’ Representative, and the Official Committee of Equity Security Holders (as such plan has been or may be amended, supplemented, or modified) (the “Plan”) is not confirmable.

2. On January 31, 2011, the Court docketed the Memorandum Opinion and the Proposed Order.

3. On February 10, 2011, BNSF Railway Company filed its Motion for Reconsideration of the Memorandum Opinion and the Proposed Order (Docket No. 26241) (the “Motion”).

4. On February 14, 2011, Montana filed its Joinder to the Motion (Docket No. 26261) with respect to the request for reconsideration of the treatment of contribution and indemnification claims or demands as they relate to the treatment of Indirect Claimants' pursuit of Extraordinary Claims pursuant to the Memorandum Opinion and Proposed Order.

5. On February 22, 2011, the plan proponents filed their Response to the Motion (Docket No. 26381).

6. Montana agrees with the legal arguments and assertions set forth in Part C of the Reply with respect to the request for reconsideration of the treatment of contribution and indemnification claims or demands as they relate to the treatment of Indirect Claimants' pursuit of Extraordinary Claims pursuant to the Memorandum Opinion and Proposed Order, and hereby joins the Reply with respect to such request. Montana reserves the right to present arguments at any hearing on the Motion or the Reply. Moreover, by the filing of this joinder, Montana does not waive any of its arguments it previously asserted in its objections to the Plan.

WHEREFORE, for the reasons set forth in the Motion and in Part C of the Reply, Montana respectfully requests reconsideration of the treatment of contribution and indemnification claims or demands as they relate to the treatment of Indirect Claimants' pursuit of Extraordinary Claims pursuant to the Memorandum Opinion and Proposed Order, and that the Court grant Montana such other and further relief as it deems just and proper.

Dated: February 28, 2011

Respectfully submitted,

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